

DeCata Michael G
 Form 4
 August 16, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DeCata Michael G

2. Issuer Name and Ticker or Trading Symbol
 LAWSON PRODUCTS
 INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

C/O LAWSON PRODUCTS,
 INC., 8770 WEST BRYN MAWR
 AVENUE, SUITE 900

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60631

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Options ⁽¹⁾	\$ 23.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	16,790
Stock Options ⁽¹⁾	\$ 27.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	13,333
Stock Options ⁽¹⁾	\$ 31.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	9,877
Stock Performance Rights ⁽³⁾	\$ 23.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	17,210
Stock Performance Rights ⁽³⁾	\$ 27.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	13,667
Stock Performance Rights ⁽³⁾	\$ 31.7	08/14/2017		A		08/14/2020 ⁽²⁾	08/14/2024	Common Stock	10,123
Market Stock Units ^{(4) (5)}	\$ 0	08/14/2017		A		12/31/2019	12/31/2019	Common Stock	86,901
Restricted Stock Awards ⁽⁶⁾	\$ 0	08/14/2017		A		08/14/2020	08/14/2020	Common Stock	29,083

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeCata Michael G C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631	X		President and CEO	

Signatures

/s/ Neil E. Jenkins,
Attorney-in-Fact

08/16/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents the right to purchase one share of common stock in exchange for the exercise price at the date the reporting person exercises the right.
- (2) Awards vest 1/3 on August 14, 2018, 1/3 on August 14, 2019 and 1/3 on August 14, 2020.
- (3) Represents the right to receive cash in an amount equal to the appreciation in the common stock above the exercise price at the date the reporting person exercises the right.
- (4) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the appreciation of the common stock from the grant date to December 31, 2019.
- (5) Holder is required to hold 100% of the restricted stock that vests, net of taxes, until December 31, 2021.
- (6) Represents the right to receive shares of common stock at the exercise date in an amount equal to the number of restricted stock awards.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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